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RECORDATION NO. 24299-C

APR 11 2003 2:27 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

April 9, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 7, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 24299.

The names and addresses of the parties to the enclosed document are:

Lessor:	Railcar, Ltd. 1819 Peach tree Rd. N.E. Suite 425 Atlanta, GA 30309-1847
Lessee:	R. J. Corman Railway Company/Memphis Lines One Jay Station, P.O. Box 788 Nicholasville, Kentucky 40356

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

2 gondolas: GNRR 005133 and SLGG 000352

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

REGISTRATION NO.

24299-C

APR 11 '03

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to that certain Master Lease Agreement dated as of February 23, 2001, and the related Schedule No. 6 dated as of December 26, 2001, as amended by First Amendment to Schedule No. 6 dated April 7, 2003 (collectively, the "Lease Agreement"), between Railcar, Ltd. as Lessor, and R.J. Corman Railroad Company, as Lessee, Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto and made a part hereof (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".

2. The addresses of the parties are as follows:

Lessor: Railcar, Ltd.
1201 Peachtree Street, N.E.
400 Colony Square, Suite 1101
Atlanta, Georgia 30361

Lessee: R. J. Corman Railway Company/Memphis Lines
One Jay Station, P.O. Box 788
Nicholasville, KY 40356

3. The initial term of the Lease is one year, commencing on March 1, 2001, and shall automatically renew for one (1) year renewal terms on the 1st day of March each year thereafter until either party gives written notice of non-renewal at least thirty (30) days prior to the end of the then current term.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of April 7, 2003.

RAILCAR, LTD.

By: 

Name: Jeffrey Edelman

Title: Senior Vice President - Finance

Deal 626

State of Georgia, County of Cobb

On April 7, 2003, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gayle A. Higbee

Notary Public: Gayle A. Higbee

My commission expires: May 29, 2003

[NOTARIAL SEAL]

R.J. CORMAN RAILROAD COMPANY

By: Ron Boles

Name: Ron Boles

Title: President

State of Ky, County of Jessamine

On Apr 4, 2003, before me personally appeared Ron Boles, to me personally known, who being by me duly sworn says that he is Pres. of R.J. Corman Railroad Company, Memphis Lines, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rebecca M. Louden

Notary Public:

My commission expires: 5/22/03

[NOTARIAL SEAL]

EXHIBIT A TO MEMORANDUM OF LEASE

DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated as of April 7, 2003, between Railcar, Ltd., as Lessor, and R. J. Corman Railroad Company, as Lessee.

Quantity of Cars: Two (2)

Description of Cars: 52 ½ foot, 100-ton gondolas

Car Marks and Numbers: GNRR 005133 and SLGG 000352